

Chicago and NorthWestern
Transportation Company



November 8, 1991

1-316A005

File No: A-12435-C
a-403
CC: 1991 DR-2

One NorthWestern Center
Chicago, Illinois 60606

Office of the Secretary
312-559-6156

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, DC 20434

RECORDED NO. 14931-B FILED ICB

NOV 12 1991 - 10 45 AM

INTERSTATE COMMERCE COMMISSION

Re: Conditional Sale Agreement Dated March 25, 1986 between North Western Leasing Company and Chicago and North Western Transportation Company, Assigned Recordation No. 14931, and Agreement and Assignment Dated March 25, 1986 between North Western Leasing Company and Ameritrust Company National Association Assigned Recordation No. 14931-A.

Dear Mr. Strickland:

Pursuant to Section 11303 of the Interstate Commerce Act, enclosed for recordation in relation to the above-referenced agreements are Counterparts of Partial Release and Bill of Sale covering one reconstructed presentation passenger car bearing identification number CNW 422.

Enclosed is our check for \$16.00 to cover your recording fee. Please assign a sequential recordation number, retain one counterpart for your files, and return the remaining counterparts each showing recordation data.

Sincerely,


K. A. Dombrowski
Assistant Secretary

Enclosure

cc: J. G. Marski
K. H. Lange
J. R. Sconiers
M. H. Shumate
W. H. Clark

(HR10)a:016.kd

Vertical handwritten notes on the left margin:
S. P. 22
C. A. Dombrowski

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INTERSTATE COMMERCE COMMISSION

Counterpart No. 5 of 6

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PARTIAL RELEASE AND BILL OF SALE

WHEREAS, under the terms of CONDITIONAL SALE AGREEMENT dated as of March 25, 1986, between NORTH WESTERN LEASING COMPANY, a Delaware corporation (hereinafter called "Seller") and CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY, a Delaware corporation (hereinafter called "Railroad"), Seller agreed to sell and deliver to the Railroad and Railroad agreed to purchase four (4) reconstructed business cars (hereinafter referred to as the "Equipment") described on Schedule A, attached to the Conditional Sale Agreement; and

WHEREAS, under the terms of AGREEMENT AND ASSIGNMENT dated as of March 25, 1986, between Seller and AMERITRUST COMPANY NATIONAL ASSOCIATION (hereinafter referred to as "Assignee"), Seller assigned, transferred and set over all right, title and interest under the aforesaid Conditional Sale Agreement and all right, title and interest to said Equipment to Assignee; and

WHEREAS, Assignee has received from Railroad full payment due under said Conditional Sale Agreement and Agreement and Assignment and the conditions and obligations of Railroad with respect to one reconstructed presentation passenger railroad car bearing identification number CNW 422 (hereinafter referred to as the "Released Equipment"), and the conditions and obligations of Railroad with respect to the Released Equipment has have been satisfied in full;

NOW, THEREFORE, Assignee, in consideration of the sum of One Dollar (\$1.00) to it in hand paid by Railroad, the receipt whereof is hereby acknowledged, DOES HEREBY SELL, ASSIGN, CONVEY, TRANSFER AND SET OVER TO CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY, the Equipment, TO HAVE AND TO HOLD the Equipment unto CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY, its successors and assigns forever, free and clear of all liens, encumbrances and security interests created by or arising under the above mentioned Conditional Sale Agreement and Agreement and Assignment.

Assignee does hereby covenant that it has not done anything whereby the Released Equipment hereby conveyed is or may be in any manner encumbered or charged; that the Released Equipment is free and clear of all liens and encumbrances of every kind and nature whatsoever created by Assignee or arising out of any act, obligation or liability on its part. The Assignee hereby authorizes removal from the Released Equipment of any and all ownership plates and other markings of Assignee.

IN WITNESS WHEREOF, AMERITRUST COMPANY NATIONAL ASSOCIATION, has caused this instrument to be executed in its corporate name by one of its Vice Presidents and its corporate seal to be hereunto affixed and attested by one of its Banking Officers, this 5th day of November A.D. 1991.

AMERITRUST COMPANY NATIONAL ASSOCIATION

By *Elyahete A. Lachin*
Vice President.

(SEAL)

ATTEST:

John F. Neumann

STATE OF OHIO)
COUNTY OF CUYAHOGA) SS

On this 5th day of NOVEMBER, 1991, before me personally appeared BETSY LaVelle and _____ to me personally known, who, being by me duly sworn, says that they are, respectively, a Vice President and a Banking Officer of AMERITRUST COMPANY NATIONAL ASSOCIATION, a corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

John F. Neumann
Notary Public

My Commission Expires
JOHN F. NEUMANN
Notary Public, State of Ohio
County of Cuyahoga
My Comm. Expires 02-03-92

(NOTARY SEAL)